

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER TO SHOW CAUSE WHY MOTION FOR ORDER AUTHORIZING
AND APPROVING DELPHI-APPALOOSA EQUITY PURCHASE AND COMMITMENT
AGREEMENT PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), 503(b), AND 507(a)
SHOULD NOT BE GRANTED

Upon the above-captioned debtors' (the "Debtors") (the "Debtors") Motion
Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement
Pursuant To 11 U.S.C. §§ 105(a), 363(b), 503(b), And 507(a) (the "Delphi-Appaloosa
Investment Motion"), dated July 18, 2007; and upon the affidavit of Kayalyn A. Marafioti, sworn
to July 18, 2007 in support of the application for an expedited hearing on the Delphi-Appaloosa
Investment Motion; and good cause having been shown, and sufficient cause appearing therefor,
it is hereby

ORDERED that parties-in-interest shall show cause before the Honorable Robert
D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling
Green, Room 610, New York, New York 10004, on August 2, 2007 at 10:00 a.m. (prevailing
Eastern time), such hearing to continue if necessary on August 3, 2007 at 10:00 a.m. (prevailing
Eastern time), why an order should not be entered granting the Delphi-Appaloosa Investment
Motion; and it is further

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee and any person or entity whose email address is not known to counsel for the Debtors) as soon as practicable after the entry hereof but in any event so as to be RECEIVED no later than July 20, 2007 at 6:00 p.m. (prevailing Eastern time) upon: (i) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Att'n: Thomas E. Lauria) and White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glenn M. Kurtz and Gregory Pryor), (ii) counsel for Harbinger Del-Auto Investment Company, Ltd., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Att'n: Thomas E. Lauria), White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036 (Att'n: John M. Reiss and Gregory Pryor), and Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022 (Att'n: Benjamin Mintz and Lyn Toby Fisher), (iii) counsel for Merrill Lynch, Pierce, Fenner & Smith Incorporated, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Att'n: Andrew N. Rosenberg), (iv) counsel for UBS Securities LLC, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 (Att'n: Leslie N. Silverman), (v) counsel for Goldman Sachs & Co., Sullivan & Cromwell, 125 Broad Street, New York, New York 10004 (Att'n: Robert Reeder), (vi) counsel for Pardus DPH Holding LLC, Wilkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Att'n: Rachel C. Stickland and Morgan D. Elwyn), (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (viii) counsel for the official

committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (ix) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick), (x) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); and (xi) counsel for any person or entity that filed an objection to the original EPCA motion; and it is further

ORDERED that Notice of this Motion also shall be provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Case Management order") and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered October 26, 2006 (Docket No. 5418); and it is further

ORDERED that answering papers, if any, including any declarations in support of such papers, if any, shall be served upon (i) counsel to the above-captioned Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr. and Ron E. Meisler) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) and (ii) counsel for A-D Acquisition Holdings, LLC c/o Appaloosa Management L.P., White & Case LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Att'n: Thomas E. Lauria) and White & Case LLP,

1155 Avenue of the Americas, New York, New York 10036 (Att'n: Glenn M. Kurtz and Gregory Pryor) (with a hard copy to Chambers and the Office of the United States Trustee (Att'n: Alicia M. Leonhard)) SO AS TO BE RECEIVED in person or by electronic mail no later than July 27, 2007 at 4:00 p.m. (prevailing Eastern time); and it is further

ORDERED that any parties-in-interest objecting to the Delphi-Appaloosa Investment Motion and the Debtors in the above-captioned cases shall conduct a meet and confer conference at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 on July 30, 2007 at 8:30 a.m. (prevailing Eastern time), consistent with Paragraph 5 of the Case Management Order, to discuss a possible resolution of any such objection(s) and the process of identification of the proposed evidence to be introduced and the witnesses to be called so that the hearing can be conducted in an orderly manner; and it is further

ORDERED that declarations of any witnesses to testify in support of the Delphi-Appaloosa Investment Motion shall be served upon the objecting parties so as to be RECEIVED no later than July 30, 2007 at 4:00 p.m. (prevailing Eastern time); and it is further

ORDERED that depositions related to the Delphi-Appaloosa Investment Motion, if any, shall take place in New York City on July 31, 2007 and August 1, 2007 and that absent a showing of good cause any such depositions shall be limited to five hours for expert witnesses and three hours for fact witnesses; and it is further

ORDERED that parties objecting to the Delphi-Appaloosa Investment Motion, if any, and the Debtors in the above-captioned cases, shall exchange with one another any exhibits to be introduced at the hearing in support of or in opposition to the Delphi-Appaloosa Investment Motion no later than August 1, 2007 at 4:00 p.m. (prevailing Eastern time); and it is further

ORDERED that any objections to such exhibits shall be filed with the Court and served on any objecting party or the Debtors in the above-captioned cases, as the case may be, pursuant to the provisions of this order so as to be RECEIVED by August 2, 2007 at 8:00 a.m. (prevailing Eastern time); and it is further

ORDERED that responses, if any, to objections properly filed with the Court and served pursuant to this order shall be served upon the objections and the above-mentioned parties, including counsel to the above-mentioned Debtors (with a copy to Chambers), so as to be RECEIVED no later than August 2, 2007 at 8:00 a.m. (prevailing Eastern time).

Dated: New York, New York
July 19, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE